## SPIRIT PUB COMPANY (HOLDCO) LiMITED (the "Company")

## STATEMENT OF THE DIRECTORS OF THE COMPANY

## made on 8 March 2012

- This is a statement of the directors of the Company for the purposes of section 644(5) of the Companies Act 2006 (the "Act") and has been signed by each of the directors of the Company
- The directors of the Company confirm that the solvency statement dated 8 March 2012 and made for the purposes of section 642 of the Act in the form prescribed by the Companies (Reduction of Share Capital) Order 2008 and section 643 of the Act was
  - (A) made not more than 15 days before 8 March 2012, being the date on which the written resolution that the share premium account of the Company be reduced by £150,000,000 was passed as a special resolution, and
  - (B) provided to the Company's member in accordance with section 642(2) of the Act

Signed

Patrick Gallagher

Director

Stephen Stone

Director

FRIDAY

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09/03/2012 COMPANIES HOUSE

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